



**RESOURCES GLOBAL DEVELOPMENT LIMITED**

(Company Registration No. 201841763M)

(Incorporated in the Republic of Singapore)

---

**LETTER TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE  
ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 21 MAY 2020**

---

Dear Shareholders

This letter is circulated together with and forms part of Resources Global Development Limited's (the "**Company**") Notice of Annual General Meeting ("**AGM**") dated 6 May 2020 (the "**Notice of AGM**") in respect of the upcoming AGM of the Company scheduled to be held on Thursday, 21 May 2020 at 10:00 a.m..

The AGM is an important event in the Company's corporate calendar. Normally, the Company would arrange for its shareholders ("**Shareholders**") to attend the AGM physically as it is an opportunity for the board of directors (the "**Board**") and management of the Company to meet and engage with the Shareholders directly.

This year we are faced with an unprecedented situation due to the COVID-19 outbreak. We wish to highlight the following updates on the COVID-19 outbreak which has affected our preparation for the AGM:

1. the implementation by the Singapore Government on 3 April 2020 of an elevated set of safe distancing measures as "circuit breakers" to pre-empt the trend of increasing local transmission of COVID-19;
2. the COVID-19 (Temporary Measures) Act 2020 ("**COVID-19 Act**") which was passed by Parliament on 7 April 2020 which enables the Minister of Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
3. the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 published on 13 April 2020 ("**COVID-19 Order**") which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
4. the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation which was issued on 13 April 2020, providing a checklist (which provides further guidance on the COVID-19 Act and the COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

In light of the above developments, the Board wishes to inform Shareholders that the Company will be conducting the AGM wholly by way of electronic means pursuant to First Schedule of the COVID-19 Order, and the physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means.

The Company will be applying for the automatic time-limited exemption granted by the Ministry of Trade and Industry to issuers to have temporary operations in the same physical location for the purpose of holding the AGM, for the duration of the AGM. The Company will ensure that it complies with all

regulations, in particular, on the number of person at the same physical location of the AGM not exceeding six (6); and the safe distancing measures contained in the COVID-19 (Temporary Measure) (Control Order) Regulations 2020 or the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020 (and any subsequent advisories or regulations as may be issued).

**Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be able to attend the AGM in person.**

The Company will arrange for (i) a “live” webcast of the AGM, which allows Shareholders to view the proceedings of the AGM contemporaneously (“**LIVE WEBCAST**”); and (ii) a “live” audio-only stream (via telephone), which allows Shareholders to observe the proceedings of the AGM contemporaneously (“**LIVE AUDIO STREAM**”). Shareholders can **ONLY** participate in the AGM via **LIVE WEBCAST** or **LIVE AUDIO STREAM** (collectively, the “**electronic means**”).

### **LIVE WEBCAST OR LIVE AUDIO STREAM**

1. For Shareholders who would like to attend the AGM by electronic means, Shareholders will need to state the preference of their attendance at the AGM via **LIVE WEBCAST** or **LIVE AUDIO STREAM**, and register via email to the Company at [info@rgd.sg](mailto:info@rgd.sg) and provide their personal particulars as follows:
  - a) Full name (for individuals) / company name (for corporates) as per CDP/SRS Account records;
  - b) National Registration Identity Card Number (“**NRIC**”) or Passport Number (for individuals) / Company Registration Number (for corporates);
  - c) Number of shares in the capital of the Company (“**Shares**”) held;
  - d) Contact Number; and
  - e) Email Address,

**no later than 10:00 a.m. on 18 May 2020** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (the “**Registration Deadline**”) to enable the Company to verify the Shareholders’ status.
2. Authenticated Shareholders will receive an email confirmation by 20 May 2020 which contains, either (a) a unique link to access the **LIVE WEBCAST** to view the proceedings of the AGM (via smart phones, tablets or laptop/computers); or (b) a dial-in number with a conference code to access the **LIVE AUDIO STREAM** (via telephone) of the AGM proceedings.
3. Shareholders **MUST NOT** forward the abovementioned unique link or dial-in number with conference code to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the **LIVE WEBCAST** and **LIVE AUDIO STREAM**.
4. Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Cap. 50 of Singapore, such as SRS investors, should approach their respective agents, such as SRS Operators, to participate in the AGM via electronic means.
5. Shareholders who register by the Registration Deadline but do not receive an email response by 20 May 2020 may contact the Company by email at [info@rgd.sg](mailto:info@rgd.sg) for assistance.

### **DOCUMENTS FOR THE AGM**

Documents relating to the business of the AGM, which comprise the Company’s annual report for the financial year ended 31 December 2019 as well as the Notice of AGM, the Proxy Form (as defined herein) and the Appendix to the Notice of AGM in relation to the renewal of the general mandate for interested person transactions, have been published on SGXNet and the Company’s corporate website at <https://rgd.sg/newsroom-press-release/> on 15 April 2020 and 6 May 2020, respectively.

## **QUESTIONS FROM SHAREHOLDERS**

1. **Shareholders will not be able to ask questions during the AGM via electronic means, and therefore it is important for Shareholders to submit their questions in advance of the AGM.**
2. Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM **by 10:00 a.m. on 18 May 2020** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) via email to the Company at [info@rgd.sg](mailto:info@rgd.sg) and provide their particulars as follows:
  - a) Full name (for individuals) / company name (for corporates) as per CDP/SRS Account records;
  - b) NRIC or Passport Number (for individuals) / Company Registration Number (for corporates);
  - c) Number of Shares held;
  - d) Contact Number; and
  - e) Email Address.
3. The Company will provide responses to substantial queries and relevant comments from Shareholders relating to the agenda of the AGM prior to, or at, the AGM via electronic means. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters. The responses from the Board and management of the Company shall thereafter be published on SGXNet and the Company's corporate website at <https://rgd.sg/newsroom-press-release/>, together with the minutes of the AGM, within one (1) month after the conclusion of the AGM.
4. Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Chapter 50 of Singapore, such as SRS investors, should approach their respective agents, such as SRS Operators, to submit their questions in relation to any resolution set out in the Notice of AGM prior to the AGM and have their substantial queries and relevant comments answered.

## **PROXY VOTING**

1. **Voting at the AGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the LIVE WEBCAST or LIVE AUDIO STREAM and can only vote with their proxy forms which are required to be submitted in accordance with the following paragraphs.**
2. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy by completing the respective Proxy Form for the AGM. Shareholders should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of AGM.
3. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("**Proxy Form**") thereof, must:
  - a) if sent personally or by post, be lodged at the office of the Company at 144 Robinson Road, Robinson Square, #07-01, Singapore 068908; or
  - b) if submitted by email, be received by the Company at [info@rgd.sg](mailto:info@rgd.sg),in either case, **by 10:00 a.m. on 18 May 2020** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) and in default the Proxy Form for the AGM shall not be treated as valid.
4. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Form by post, Shareholders are strongly encouraged to submit completed Proxy Form electronically via**

**email as early as possible, to enable your vote(s) to be counted, and to follow all government guidance and requirements.**

5. SRS investors who wish to vote should approach their SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by **10:00 a.m. on 12 May 2020**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures and/or changes to the Company's AGM arrangement as may be appropriate up to the date of the AGM, including any precautionary measures required or recommended by government agencies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates (if any) on the AGM via SGXNet and also on our corporate website at <https://rgd.sg/newsroom-press-release/>.

We recognise that these are unsettling times for all concerned. Your safety and well-being, as always, are our priority.

Yours faithfully

For and on behalf of the Board of Directors of  
**RESOURCES GLOBAL DEVELOPMENT LIMITED**

FRANCIS LEE

Executive Director and Chief Executive Officer  
6 May 2020

*This letter has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

*This letter has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this letter, including the correctness of any of the statements or opinions made or reports contained in this letter.*

*The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*